

CLERK
U.S. BANKRUPTCY
COURT - WDPA

UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE:

ROCKDALE MARCELLUS HOLDINGS,
LLC and ROCKDALE MARCELLUS, LLC,

Debtors.

Chapter 11

Case No. 21-22080-GLT

(Jointly Administered)

ALFRED T. GIULIANO, SOLELY IN HIS
CAPACITY AS PLAN ADMINISTRATOR
FOR ROCKDALE MARCELLUS
HOLDINGS, LLC and ROCKDALE
MARCELLUS, LLC,

Document No. ____

Related to Doc. Nos. 1176, 1208, 1287, 1305
and 1358

Hearing Date and Time: May 24, 2023, at
1:30 p.m. (prevailing Eastern Time)

Movants and
Respondents,

v.

PENNSYLVANIA PUBLIC UTILITY
COMMISSION,

Respondent and
Movant. .

**STIPULATION AND AGREED ORDER RESOLVING DISPUTES
BETWEEN THE ROCKDALE PLAN ADMINISTRATOR
AND PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Alfred T. Guiliano (the "Rockdale Plan Administrator"), solely in his capacity as Plan Administrator for Rockdale Marcellus Holdings, LLC ("RMH") and Rockdale Marcellus, LLC ("Rockdale" and, together with RMH, the "Rockdale Debtors"), and Pennsylvania Public Utility Commission (the "PUC" and together with the Rockdale Plan Administrator, the "Parties" and each a "Party"), respectfully submit this stipulation (the "Stipulation") and agreed order to resolve all disputes as between the Parties as a global resolution and settlement, including those

disputes between the Parties arising from and relating to the *Plan Administrator's Objection to Informal Claim of Pennsylvania Public Utility Commission* as reflected in Doc. Nos. 1176, 1208 and 1287, and the *Motion for Leave to File Proof of Claim* filed by the PUC against the Debtors' estates, as reflected in Doc. Nos. 1305 and 1358, as well as resolving all other claims as between the Parties.

WHEREAS, on September 21, 2021 (the "Petition Date"), each of the Rockdale Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the Western District of Pennsylvania (the "Court");

WHEREAS, on October 22, 2021, the Rockdale Debtors filed the *Debtors' Motion for Entry of an Order (I) Establishing Bar Date for Submitting Proofs of Claim, (II) Approving Procedures for Submitting Proofs of Claim, and (III) Approving Notice Thereof* [Doc. No. 238] (the "Bar Date Motion");

WHEREAS, on November 9, 2021, the Court entered an order [Doc. No. 375] (the "Bar Date Order") granting the relief requested in the Bar Date Motion and establishing certain deadlines for persons or entities holding claims against the Rockdale Debtors to file claims, including a General Bar Date of December 13, 2021, and a Governmental Bar Date of March 21, 2022 for claims arising prior to the Petition (as such terms are defined in the Bar Date Order);

WHEREAS, on November 12, 2021, the Rockdale Debtors caused the Bar Date Notice (as defined in the Bar Date Order) to be served in accordance with the procedures outlined in the Bar Date Order, including service upon the PUC;

WHEREAS, on December 29, 2021, the Court entered an order [Doc. No. 617] (the “Sale Order”) approving a December 22, 2021 Purchase and Sale Agreement (the “Sale Agreement”) between the Debtor and Repsol Oil & Gas, LLC (“Repsol”);

WHEREAS, under the terms of the Sale Agreement, *inter alia*, Repsol purchased from Rockdale 72 unconventional gas wells subject to the Impact and Spud Fees established pursuant to 58 PA.C.S. §§2301 *et. seq.*, (Act 13). Repsol became owner and operator of the wells under the terms of the Sale Agreement.

WHEREAS, on January 31, 2022, The Court entered an order [Doc. No. 741] establishing March 4, 2022 as the deadline for claimants to file administrative expense claims arising from the Petition Date through January 31, 2022 (the “Initial Administrative Expense Claims Bar Date”);

WHEREAS, the final administrative claims bar date was set by the Confirmation Order and Plan. *See* Confirmation Order ¶ 29. Holders of administrative claims that arose between the Initial Administrative Expense Claims Bar Date and the Effective Date were required to file their administrative expense claims within the first business day that is thirty days after the Effective Date, or May 31, 2022 (the “Final Administrative Expense Claims Bar Date”). *Id.*

WHEREAS, the PUC was served with notices of both the Initial Administrative Expense Claims Bar Date and the Final Administrative Expense Claims Bar Date (which was set forth in the notice advising creditors of the occurrence of the Effective Date). *See* Docket No. 769 at 28; Docket No. 1124 at 18;

WHEREAS, the PUC did not file a proof of claim or administrative expense claim against the Rockdale Debtors’ estates;

WHEREAS, on or about February 9, 2022, the Debtor Rockdale submitted via an online portal, an annual Act 13 impact fee report for reporting year January 1, 2021 through December 31, 2021; and on that same date, the PUC's computer system automatically generated invoices to Debtor Rockdale for an impact fee of \$1,428,100 for 72 horizontal gas wells and a spud fee of \$3,600 for 72 horizontal gas wells, for an aggregate amount of \$1,431,700 (collectively the "PUC Impact and Spud Fee Invoices");

WHEREAS, On April 14, 2022, the Court entered the Rockdale Confirmation Order¹ confirming the Rockdale Plan.² The Rockdale Plan became effective by its terms on April 29, 2022 [Doc. No. 1122] (the "Effective Date");

WHEREAS, upon the Effective Date, the Rockdale Plan Administrator was appointed to serve as the Rockdale Debtors' representative in accordance with section 1123 of the Bankruptcy Code, and has all powers, authority, and responsibilities specified in the Rockdale Plan, including, without limitation, the authority to object to claims. *See* Plan § 14.1;

WHEREAS, on or about June 13, 2022, the Rockdale Plan Administrator filed his *Plan Administrator's Objection to Informal Claim of Pennsylvania Public Utility Commission* [Doc. No. 1176] (the "Claim Objection"), objecting to the PUC Impact and Spud Fee Invoices as informal claims, to which the PUC filed a Response in Opposition [Doc. No. 1208] as to which the Rockdale Plan Administrator filed a Reply [Doc. No. 1287];

¹ The "Rockdale Confirmation Order" is the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code on a Final Basis, and (II) Confirming the Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 1070].

² The "Rockdale Plan" is the *Second Amended Combined Disclosure Statement and Plan of Liquidation of Rockdale Marcellus Holdings, LLC and Rockdale Marcellus, LLC Under Chapter 11 of the Bankruptcy Code* [Doc. No. 920].

WHEREAS, on or about December 6, 2022, the PUC filed a *Motion for Leave to File Proof of Claim* [Doc. No. 1305] (the “Motion for Leave”) so as to assert a general unsecured claim based upon and in the amount of the PUC Impact and Spud Fee Invoices, as to which the Rockdale Plan Administrator filed an Objection [Doc. No. 1358];

WHEREAS, on or about December 1, 2022, the PUC also sent Repsol an invoice for the Impact and Spud Fees. Repsol filed objections to the invoice with the PUC and concurrently filed an action in the Commonwealth Court of Pennsylvania challenging the fee. The objection and the court proceeding are pending; and

WHEREAS, after good-faith, arms’-length negotiations, the Parties desire to resolve all of their disputes, including those arising from and relating to the Claim Objection and the Motion for Leave upon the terms set forth in this Stipulation.

NOW, THEREFORE, the Parties hereby stipulate and agree, subject to Court approval, as follows:

1. The above recitals are incorporated by reference into this Stipulation with the same force and effect as if fully set forth herein.

2. The Parties have agreed to resolve their disputes as follows:

a. Within ten (10) days of the approval of this Stipulation by the Court, the Rockdale Plan Administrator shall pay \$100,000.00 (the “Settlement Amount”) to the PUC in full and final satisfaction of the liabilities asserted against the estate through the PUC Impact and Spud Fee Invoices which are the subject of the Claim Objection and Motion for Leave.

b. Upon receipt of the Settlement Amount, the PUC agrees that it is not entitled to any further payment or distribution under the Rockdale Plan, from the Rockdale

Debtors' bankruptcy estates, or from the Rockdale Plan Administrator on account of the PUC Impact and Spud Fee Invoices or on any other basis, whatever or at all.

3. By executing this Stipulation, each Party represents and warrants that (i) it is the sole owner and holder of the claims and defenses asserted against each other, and (ii) it has not sold, assigned, or transferred any such claims or defenses. Any liabilities of Rockdale to the PUC are exclusively resolved through this Stipulation and any additional claims, administrative or judicial proceedings filed by either Party or each of its successors or assigns, against the other Party with respect to the liabilities asserted in the PUC Impact and Spud Fee Invoices shall be deemed null, void, and of no effect.

4. By executing this Stipulation, the Rockdale Plan Administrator, without further action, but except in connection with the satisfaction of the obligations under this Stipulation, shall be deemed to have irrevocably and unconditionally, fully, finally, and forever waived and released any and all claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions and demands whatsoever, of whatever kind or nature, and other rights that the Rockdale Debtors' bankruptcy estates possess, and/or may possess, whether known or unknown and whether matured, contingent or disputed, in law or equity, against the PUC and against each of its attorneys, representatives, agents, financial advisors, directors, employees, officers, agents, subsidiaries, affiliates, successors, assigns and insurers, individually and collectively; the PUC, without further action, but except in connection with the satisfaction of the obligations under this Stipulation, shall be deemed to have waived and released any and all claims, manner of actions, causes of action, suits, costs, debts, liabilities, obligations, dues, sums of money,

accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions and demands whatsoever, of whatever kind or nature, and other rights that it possesses, and/or may possess, whether known or unknown and whether matured, contingent or disputed, against the Rockdale Debtors and their bankruptcy estates, the Plan Administrator, and as against each of their attorneys, representatives, agents, successors, assigns and insurers, individually and collectively.

5. Upon clearance of the Settlement Payment, the Rockdale Administrator shall withdraw the Claim Objection and the PUC will withdraw its Motion for Leave, each withdrawal to be with prejudice.

6. The PUC expressly reserves any and all rights it may have against Repsol in connection with the (i) impact and spud fees pursuant to Act 13 associated with Repsol's acquisition of assets, the Sale Agreement and/or the Sale Order, (ii) the PUC Impact and Spud Fee Invoices, and (iii) the PUC's rights preserved under the Court's October 28, 2022 order [Doc. No. 1292]. This Agreement generally, and the PUC's acceptance of the Settlement Amount specifically, shall have no effect whatsoever on any action the PUC may pursue involving Repsol and its potential liability for payment of Impact and Spud fees, nor Repsol's defenses thereto under law and equity. The PUC expressly acknowledges and agrees that it is not entitled to more than one recovery. Notwithstanding this, the Rockdale Plan Administrator waives any claim to a refund. The Parties agree that each of the Parties hereto shall bear its own attorneys' fees and costs in connection with the matters resolved hereby.

7. Each of the undersigned represents that he/she is authorized to execute this Stipulation on behalf of the applicable Party.

8. This Stipulation may be executed in multiple counterparts which, together, shall constitute one and the same fully executed agreement.

9. This Stipulation shall be binding upon and inure to the benefit of the Parties' successors and assigns.

10. This Stipulation may not be modified, altered, or changed except in writing and signed by both Parties wherein specific reference is made to this Stipulation.

11. This Stipulation shall be construed and interpreted in accordance with the laws of the Commonwealth of Pennsylvania. For purposes of construing this Stipulation, neither of the Parties shall be deemed to have been the drafter of this Stipulation.

12. This Stipulation sets forth the entire agreement between the Parties hereto, and fully supersedes any prior agreement or understandings between the Parties.

13. This Stipulation and Agreed Order is a final order within the meaning of 28 U.S.C. § 158(a)(1) and is effective immediately upon entry.

14. The Court shall retain jurisdiction over the terms and conditions of this Stipulation, and any and all disputes, claims, or actions based upon this Stipulation shall be heard exclusively by the Court.

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Prepared by: Daniel Schimizzi, Whiteford Taylor & Preston, LLP and Christopher L. Perkins,
Eckert Seamans Cherin & Mellott, LLC.

Dated: April 24, 2023

AGREED TO AND ACCEPTED BY:

<p>WHITEFORD, TAYLOR & PRESTON, LLP</p> <p>By: <u>/s/ Daniel R. Schimizzi</u> Daniel R. Schimizzi, Esq. (PA I.D.: 311869) 11 Stanwix Street, Suite 1400 Pittsburgh, PA 15222 Tel: (412) 275-2401 Fax: (412) 275-2404 Email: dschimizzi@wtplaw.com</p> <p>PACHULSKI STANG ZIEHL & JONES LLP Bradford J. Sandler (PA ID No. 77463) 780 Third Avenue, 34th Floor New York, NY 10017 Telephone: 212-561-7700 Facsimile: 212-561-7777 Email: bsandler@pszjlaw.com</p> <p><i>Counsel to Alfred T. Giuliano, Plan Administrator for Rockdale Marcellus Holdings, LLC, and Rockdale Marcellus, LLC</i></p>	<p>Nicholas F. Borsuk, Esq. Jacob Hanley, Esq. ECKERT SEAMANS CHERIN & MELLOTT, LLC 600 Grant Street, 44th Floor Pittsburgh, PA 15219 Telephone: (412) 566-2016 Facsimile: (412) 566-6099 Email: nborsuk@eckertseamans.com</p> <p>By: <u>/s/ Christopher L. Perkins</u> Christopher L. Perkins, Esq. (<i>admitted pro hac vice</i>) ECKERT SEAMANS CHERIN & MELLOTT, LLC 919 East Main Street, Suite 1300 Richmond, VA 23219 Telephone: (804) 788-9636 Facsimile: (804) 698-2950 Email: cperkins@eckertseamans.com</p> <p><i>Counsel to Pennsylvania Public Utility Commission</i></p>
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AND APPROVED BY THE COURT THIS 24th Day of April 2023.



GREGORY L. TADDONIO
CHIEF UNITED STATES BANKRUPTCY
JUDGE

In re:
Rockdale Marcellus, LLC
Rockdale Marcellus Holdings, LLC
Debtors

Case No. 21-22080-GLT
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0315-2
Date Rcvd: Apr 24, 2023

User: auto
Form ID: pdf900

Page 1 of 6
Total Noticed: 1

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 26, 2023:

Recip ID	Recipient Name and Address
db	Rockdale Marcellus, LLC, 4600 J. Barry Ct., Suite 320, Canonsburg, PA 15317

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 26, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 24, 2023 at the address(es) listed below:

Name	Email Address
Aaron S. Applebaum	on behalf of Attorney DLA Piper LLP (US) aaron.applebaum@us.dlapiper.com carolyn.fox@us.dlapiper.com
Aaron S. Applebaum	on behalf of Creditor Committee The Official Committee of Unsecured Creditors aaron.applebaum@us.dlapiper.com carolyn.fox@us.dlapiper.com
Aaron S. Applebaum	on behalf of Creditor Committee Official Committee of Unsecured Creditors of Tilden Marcellus LLC aaron.applebaum@us.dlapiper.com, carolyn.fox@us.dlapiper.com
Alan C. Hochheiser	on behalf of Creditor AmTrust North America Inc. on behalf of Wesco Insurance Company ahochheiser@mauricewutscher.com
Alexis Allen Leventhal	on behalf of Debtor Rockdale Marcellus Holdings LLC and Rockdale Marcellus, LLC aleventhal@reedsmith.com, slucas@reedsmith.com;aimblum@reedsmith.com
Alexis Allen Leventhal	on behalf of Plaintiff Rockdale Marcellus Holdings LLC aleventhal@reedsmith.com, slucas@reedsmith.com;aimblum@reedsmith.com

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Page 2 of 6

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District/off: 0315-2

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Page 3 of 6

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District/off: 0315-2

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Page 4 of 6

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District/off: 0315-2

User: auto

Page 5 of 6

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Page 6 of 6

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